

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

JOSEPH A. CARI, JR.,
Plaintiff,

v.

MEDCAP GROWTH EQUITY LLC and
CHRISTOPHER VELIS,
Defendants.

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) No. 1:18-cv-12217-WGY
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**DEFENDANTS' JOINT MOTION TO IMPOUND THEIR UNREDACTED
MEMORANDUM OF LAW AND RELATED CONFIDENTIAL DOCUMENTS**

Pursuant to D. Mass. Local R. 7.2, defendants MedCap Growth Equity LLC (“MedCap GE LLC”) and Christopher Velis move for an Order allowing them to file under seal an unredacted version of their forthcoming Memorandum of Law in Support of Defendants’ Joint Motion to Dismiss the Complaint (to be filed on or before January 11, 2019) and certain documents incorporated by reference in the Complaint, including a term sheet dated February 16, 2018 (the “Term Sheet”) referenced in ¶¶ 16-26 of the Complaint, the Amended and Restated Limited Liability Company Agreement of MedCap Growth Equity LLC, dated March 22, 2016 (the “LLC Agreement”), referenced in ¶ 11, the Amended and Restated Limited Partnership Agreement in respect of MedCap Growth Equity GP LP, dated March 22, 2016 (the “Fund GP Agreement”), referenced with respect to plaintiff’s alleged equity interest in ¶¶ 11 and 31, and the “cease and desist letter” referenced in ¶¶ 28-32.

These documents all contain commercially sensitive, proprietary information concerning the structure and operations of MedCap GE LLC and/or private investments by third parties. Both the LLC Agreement and the Fund GP Agreement contain broad prohibitions against public

disclosure of their terms and the identities and financial interests of third parties who entered into these agreements in part because of these assurances of confidentiality. *See* LLC Agreement, ¶ 7.2, Fund GP Agreement, ¶ 8. In addition, the term sheet that plaintiff alleges in ¶ 37 to be a “valid contract” expressly states, “This Term Sheet is to be treated in a confidential manner, and this Term Sheet and the terms and conditions set forth herein are not to be disclosed by a party without the prior written consent of the other party.”

In light of their confidentiality obligations and the sensitive and proprietary nature of the information they seek to protect, defendants request an Order impounding their unredacted Memorandum of Law to the extent that it discloses such information and the documents identified herein until further order of the Court.

CERTIFICATE OF CONFERENCE PURSUANT TO D. MASS. L.R. 7.1(a)(2)

The undersigned certifies that before filing the above motion she conferred with plaintiffs’ counsel and was informed that plaintiff does not object to the relief requested herein.

WHEREFORE, defendants request that the Court enter an Order granting the relief requested herein and any other relief the Court deems appropriate.

Dated: January 3, 2019

Respectfully submitted,

**MEDCAP GROWTH EQUITY LLC and
CHRISTOPHER VELIS,**

By their attorneys,

/s/Alicia L. Downey
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CERTIFICATE OF SERVICE

The undersigned certifies that on the above date, this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to any non-registered participants by first-class mail, postage prepaid.

//s/Alicia L. Downey